

STEWART, ESTES & DONNELL

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Universal Music Group  
Attn: JoAn Cho  
2220 Colorado Avenue  
Santa Monica, CA 90404

January 15, 2002  
Page #: 1  
Client: 000409  
Matter: 000034  
Invoice #: 284831

RE: Bridgeport Music v. MCA Records, et al  
File No: 501-188/0409.0034

For Professional Services Rendered Through December 31, 2001

Date	Work Performed	Empl	Hours
12/01/2001	Review documents to be produced	PAA	0.40
12/01/2001	Prepare subfile for Court of Appeals Writ of Mandamus.	PAA	0.20
12/03/2001	Long distance telephone conference with Brian Ross; review of portion of documents to be produced; two telephone conferences with Mr. Goldman; participation in label conference call; review of portions of six newly served amended complaints; analysis of proper answering defendants for Mr. Ross; draft email to Mr. Ross; three telephone conferences with Mr. Miller at King & Ballow re document production; telephone conference with Mr. Sullivan; memorandum to file.	PMK	3.50
12/03/2001	Telephone call from Brian Ross receipt and review of emails from Mr. Ross re same; review pleading notebooks re cases and draft email to Mr. Ross re proper answering Defendant; participation in label conference call; long distance telephone conference with Ms. Harris re document production; long distance telephone conference with Mr. Goldman memorandum to file.	PMK	3.00

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Date	Work Performed	Empl	Hours
12/04/2001	Two telephone conferences with Jeff Miller's office re terms for document production; letter to Mr. Miller re same; office conference with Mr. Miller for simultaneous production; telephone call from clerk's office re request of Judge Campbell for copy of writ; delivery of same to Judge Campbell's office; draft Notice of Filing of original declarations of Smith and Ciongoli; telephone conference with Mr. Sullivan re appeal by Plaintiffs' Magistrate's denial of Plaintiffs' motion for reconsideration; (continued).	PMK	5.00
12/04/2001	(continued) receipt and attention to emails from Mr. Vlahos re Writ of Mandamus; email to Mr. Vlahos re same; receipt and review of email from Matt Railo re email to Mr. Railo; long distance telephone conference to Mr. Baum's office; memorandum to file.	PMK	0.00
12/04/2001	Coordinate document production.	PAA	0.20
12/04/2001	Telephone calls to USDC clerk regarding Judge Campbell's copy of Writ of Mandamus.	PAA	0.30
12/04/2001	Update 0703 docket from PACER search; verify declarations with October filing of motions to compel.	PAA	0.70
12/05/2001	Receipt and review of order from Judge Campbell re scheduling of case management conference on January 7, 2002 in 3:01-0765.	PMK	0.20
12/05/2001	Long distance telephone call to Mr. Braum; telephone call from Mr. Braum detailed email to Mr. Goldman, Mr. Railo and Ms. Cho review of pleadings file in 1022; detailed email to Mr. Goldman and Ms. Cho re Magistrate Judge's order of December 4, 2001 scheduling a case management conference for January 7, 2001; telephone conference with Mr. Sullivan; memorandum to file; receipt and review of emails re the ownership committee conference call re Plaintiffs' appeal to Judge Campbell; receipt and review of emails from Mr. Goldman and Ms. Cho re case 1022 settlement; review of draft letter of Mr. Steinberg re multitracks and email to Mr. Steinberg re same.	PMK	4.00
12/05/2001	Update docket of 0703 and 1022 from PACER.	PAA	0.20
12/05/2001	Review of Judge Campbell's Order in 0765 setting case management conference and docket.	PAA	0.30
12/06/2001	Receipt and review of correspondence from Mr. Busch regarding discovery production.	PMK	0.20

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Date	Work Performed	Empl	Hours
12/06/2001	Receipt and review of correspondence from Jay Bowen to Richard Busch regarding Sony defendants.	PMK	0.20
12/06/2001	Email to Ms. Cho and Mr. Goldman	PMK	6.00
	receipt and review of email from Mr. Railo re responsive pleadings to be filed and served in six remaining cases; receipt and review of letter from Mr. Busch; letter to Mr. Goldman		
	draft letter to Mr. Busch; telephone conference with Mr. Sullivan; telephone conference with Ms. Everhart; emails to Ms. Everhart, Mr. Sullivan, Mr. Mayer and Mr. Goldman re response to Busch's appeal to Judge Campbell; office conference with copy service re Clinton documents (continued).	PMK	0.00
12/06/2001	(continued)		
	two telephone conferences with Mr. Ross		
	review of December 3, 2001 order of Judge Brown; email to MS&K team and Ms. Cho		
12/06/2001	Cataloged all documents produced	SBM	2.70
	- including depositions and exhibits.		
12/06/2001	PACER search to update 0703 docket and update case file.	PAA	0.20
12/06/2001	Analysis and compilation of total supplemental discovery responses regarding service on opposing counsel.	PAA	0.70
12/06/2001	Update 0765 docket from PACER and file maintenance.	PAA	0.40
12/06/2001	Update 0829 docket from PACER and file maintenance.	PAA	0.60
12/06/2001	Update 0873 docket from PACER and file maintenance.	PAA	0.40
12/06/2001	Update 0879 docket from PACER and file maintenance.	PAA	0.40
12/06/2001	Update 0884 docket from PACER and file maintenance.	PAA	0.40

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Date	Work Performed	Empl	Hours
12/06/2001	Update 1022 docket from PACER and file maintenance.	PAA	0.40
12/06/2001	Update 0903 docket from PACER and file maintenance.	PAA	0.40
12/06/2001	Update 0916 docket from PACER and file maintenance.	PAA	0.40
12/07/2001	Telephone conferences with Mr. Sullivan and Ms. Everhart; telephone conferences with Ms. Harris and Mr. Steinberg; review answers; review and analysis of Busch's appeal and strategy in connection therewith; detailed email to Mr. Mayer re response draft and strategy; review and signing six responsive pleadings; email to Mr. Ross.	PMK	4.50
12/07/2001	PACER search on docket 0884 to locate all counsel of record to serve Motion to Dismiss; review 5/8/01 Order setting trial date and discovery deadlines; pull 11/16/01 Order from PACER search regarding time running to respond; update 0917 docket from PACER and file maintenance update 0919 docket from PACER and file maintenance.	PAA	1.60
12/07/2001	Update docket from PACER of 0920 and 0922 with file maintenance on both cases.	PAA	0.90
12/10/2001	Analysis of Plaintiff's discovery responses and compare with case listing for complete responses; prepare memo regarding discovery responses missing; update 0703 with PACER search; coordinate to duplicate discovery responses and send to clients; prepare correspondence to client PACER search to update dockets in 0907, 0949, 0937 and continue file maintenance.	PAA	6.80
12/10/2001	Pull 7 cases recently answered	PAA	2.70
	telephone call from Judge Brown's office regarding Plaintiff's Motion to Compel.		
12/10/2001	Compute time running for Judge to respond to writ and docket; PACER search to confirm no service on 9 Defendants in 15 cases to prepare Motion to Withdraw; telephone call to and telephone call from Claude Gaines regarding lawsuits just answered and preparation of discovery.	PAA	1.70

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Date	Work Performed	Empl	Hours
12/11/2001	Receipt and review of two motions to compel multi-track masters; emails to MS&K re same; two conference calls with Mr. Bowen and Mr. Sullivan re same; telephone conference with Mr. Steinberg; receipt and review of letter to Mr. Busch; receipt and review of revised draft of opposition to appeal to district Judge Judge from Mr. Mayer; long distance telephone call to Mr. Mayer; receipt and review of three amended answers from Mr. Ross and emails from Mr. Ross and Mr. Goldman; editing of Motion to Withdraw and exhibits  (continued)	PMK	6.50
12/11/2001	(continued) conference call with committee on multi-tracks; memorandum to file; telephone conference with Mr. Steinberg; prepare and serve second discovery in six cases in which we recently filed responsive pleadings.	PMK	0.00
12/11/2001	Research	MBL	1.10
12/12/2001	Review Motion to Withdraw as counsel for twelve Defendants and conference with PMK regarding same.	TMD	0.40
12/12/2001	Review of opposition to Plaintiffs' appeal to district judge; editing same and drafting footnote 1 re deadline for plaintiffs to appeal as to Universal Defendants and the fact that they have not appealed this issue as to any Universal cases; review PACER docket sheets re the status of service on Defendants 4th and Broadway; receipt and review of three motions to amend and three amended pleadings from Mr. Ross; review of motion to withdraw and attention to exhibits thereto; telephone conference with Mr. Mayer re opposition paper; memorandum to file.	PMK	4.50
12/12/2001	Legal research	JMB	3.80
12/12/2001	Began drafting research memorandum	JMB	0.90
12/12/2001	PACER search to update 0703 docket.	PAA	0.10
12/12/2001	Extensive PACER search to pull dockets or cases where Universal Defendants not a party, but Defendants that were previously answered on behalf in preparation to file Motion to Withdraw, follow up.	PAA	2.70
12/13/2001	Receipt and review of Plaintiffs' Motion to Compel, Exhibits and Notices.	PMK	0.20

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Date	Work Performed	Empl	Hours
12/13/2001	Receipt and review of Defendant Burger King's First Discovery Request to Plaintiffs.	PMK	0.20
12/13/2001	Receipt and review of Defendant Ain't Nuthin' Goin' On But Funkin's Answer to First Amended Complaint.	PMK	0.20
12/13/2001	Telephone conference with Marc Mayer re forthcoming discovery to propound to plaintiffs; review and editing of motion to withdraw and accompanying notices; two office conferences with Mr. Sullivan; edits of the Opposition to Plaintiffs' Appeal to the District Judge; long distance telephone conference with Mr. Goldman re the status of no service on defendant 4th and Broadway; review correspondence to plaintiffs' counsel	PMK	7.00
	review of PACER docket sheet re service issues; (continued).		
12/13/2001	(continued) emails to Mr. Goldman re same and receipt and review of emails from Mr. Goldman and re same; telephone conference with Mr. Vlahos re order from Southern District of Florida; conference with Mr. Sullivan and Mr. Mervis.	PMK	0.00
12/13/2001	Continued draft of research memorandum	JMB	0.50
12/13/2001	PACER search to check service on Defendant 4th & Broadway in Case Nos. 0836, 0916 and 1055; update case dockets for those three cases in preparation to file Answers; PACER search to update 0703 docket; coordinate copying and distribution of pleadings to be filed and served.	PAA	5.10
12/14/2001	Receipt and review of Plaintiff's Second Discovery Request	PMK	0.20

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Date	Work Performed	Empl	Hours
12/14/2001	Telephone call from Judge Brown's office re scheduling a conference call on Plaintiffs' Motion to Compel; telephone conferences with Mr. Sullivan, Mr. Bowen, Ms. Everhart, Mr. Steinberg and Mr. Goldman; receipt and review of draft of Response from Ms. Everhart; conference call with Mr. Steinberg and Ms. Everhart; participation in label conference call to prepare for court conference call; memorandum to file; participation in lengthy conference call with Judge Brown and numerous counsel of record; memorandum to file; review of draft Answer in case 1099; review and service of additional written discovery to Plaintiffs; long distance telephone calls to Mr. Goldman and Mr. Steinberg (continued).	PMK	8.00
12/14/2001	(continued) telephone calls with Mr. Mayer; receipt and review of Second Set of Interrogatories and Requests for Production from Plaintiffs; transmittal fax correspondence to Ms. Cho and Mr. Goldman re same.	PMK	0.00
12/14/2001	Drafted Answer for Emancipation Records in case number 1099.	JMB	3.80
12/14/2001	Preparation of subfiles for new cases 1099, 714, 783.	PAA	0.30
12/14/2001	Analysis of USDC Northern District of Florida Order in Clinton v. Boladian update 0978, 0986, 0987, 0990, 1008, 1015 dockets with PACER search index and update Notices and Orders in those case files.	PAA	4.40
12/17/2001	Continued draft of research memorandum	JMB	1.20
12/17/2001	PACER search to update 0703 docket.	PAA	0.20
12/18/2001	Receipt and review of correspondence from Mr. Steinberg to Mr. Busch regarding location of multi-track masters.	PMK	0.20
12/18/2001	Receipt and review of Agreed Order of Dismissal with Prejudice in case 3:01-0914.	PMK	0.20
12/18/2001	Receipt and review of several emails from label counsel re scheduling conference calls, review of pertinent correspondence for response of draft Memorandum in Support of Motion to Withdraw; review of case law and legal memorandum long distance telephone call with Ms. Benson.	PMK	4.00

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Date	Work Performed	Empl	Hours
12/18/2001	Conference with PMK regarding memorandum in support of motion to withdraw.	JMB	0.60
12/18/2001	Telephone call from and call to USDC clerk regarding clarification of withdrawal in Case No. 1100.	PAA	0.30
12/18/2001	Update docket and file maintenance on Case Nos. 1083, 1092 and 1100.	PAA	0.90
12/19/2001	Receipt and review of Notice of Compromise in Case 3:01-1022.	PMK	0.20
12/19/2001	Receipt and review of BMG's Motion to Intervene in the case management conference of January 7, 2002.	PMK	0.20
12/19/2001	Research of law review of several first amended complaints; participation in committee conference call; memorandum to file; review of several orders re service and plaintiffs' motion to serve via publication; editing of memorandum; telephone conference with MS&K counsel and with Ms. Everhart and Mr. Sullivan.	PMK	5.00
12/19/2001	Legal research	JMB	4.00
12/19/2001	PACER search to update 0703 docket.	PAA	0.20
12/19/2001	PACER searches for updates on dockets of Case Nos. 0812, 0765 and 1099.	PAA	0.30
12/19/2001	Analysis of Case Nos. 1115, 0914, 0908, 0883, 0793, 0917, 1104, 1150, 0836, 0829, 0813 and 0970 regarding service of Defendants in Amended Complaint; PACER searches to update dockets; prepare chart of service of Defendants.	PAA	2.60
12/20/2001	Receipt and review of telefaxed order from court re motion to compel.	PMK	0.20
12/20/2001	Receipt and review of correspondence from Jeff Miller regarding document production.	PMK	0.20
12/20/2001	Receipt and review of document production from attorneys for Aftermath Productions in case nos. 3:01-0815 and 3:01-0765.	PMK	0.20

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Date	Work Performed	Empl	Hours
12/20/2001	Draft affidavit of Mr. Kirkpatrick and review of voluminous documents to exhibit to same; review of case law; draft and editing of Memorandum; telephone conference with Mr. Steinberg; participation in extended conference call re preparations for January 7, 2002 hearing; emails to Ms. Conway and to MS&K counsel; emails to Ms. Cho; telephone conference with Magistrate Brown's law clerk Jason Watson re filing of Memorandum in Support of Motion to Withdraw; memorandum to file.	PMK	9.00
12/20/2001	Legal research	JMB	3.50
12/20/2001	Continued draft of law section to memorandum in support of Motion to Withdraw.	JMB	3.00
12/20/2001	Revise charting of withdrawal cases to forward to client.	PAA	0.20
12/20/2001	Coordinate assembly and filing of Motion for Pro Hac Vice of Patricia Benson; update 0765 docket; PACER search regarding latest Order on discovery, case file management.	PAA	4.70
12/21/2001	Continued drafting and editing of Memorandum in Support of Motion to Withdraw; telephone conferences with Judge Brown's clerk; emails to and from Mr. Goldman and Ms. Cho; telephone conference with Mr. Goldman and Mr. Steinberg; telephone conference with Ms. Everhart and Mr. Sullivan; research of case law; telephone call with Ms. Frantz at court clerk's office; extended telephone conference with Mr. Milam re affidavit testimony relating to the conversations with Ms. Arnold; memorandum to file.	PMK	8.00
12/21/2001	Continued work on Memorandum in Support of Motion to Withdraw.	JMB	2.50
12/21/2001	Preparation of 89 notices to file regarding motion for Patricia Benson to appear pro hac vice; assembly of initial exhibits to Memorandum of Withdrawal; update 0703 docket; case file maintenance.	PAA	3.80
12/26/2001	Review of revised drafts of Affidavit and Memorandum in Support of Motion to Withdraw from Mr. Goldman; long distance telephone conferences re same; editing of Affidavit and Memorandum; conference with Mr. Milam, clerk of court; filing and serving of same to clerk and cover copy to Judge Brown.	PMK	5.50

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12/26/2001	PACER search to update 0703; prepare, assembly and copying of Memorandum and Affidavit in Support of Motion to Withdraw; continue file maintenance for update individual case files.	PAA	4.70
12/27/2001	Receipt and attention to email correspondence for Mr. Gaines of MS&K; email to Mr. Gaines.	PMK	0.40
12/27/2001	PACER search to locate 0703 updates to docket and file.	PAA	0.20
12/28/2001	Long distance telephone conference with counsel for Songs of All Nations; telephone conference with Amy Everhart re order of December 19, 2001 of Judge Campbell; email correspondence to Ms. Cho and Mr. Goldman	PMK	1.00
12/28/2001	Complete assembly of Notices of Motions to Withdraw for distribution; file maintenance to continue to update individual cases.	PAA	3.20
12/31/2001	Receipt and review of email from Ms. Janet Conway; email to Ms. Conway re conference call and ownership/discovery issues; telephone conference with Mr. Sullivan; telephone conference with Ms. Everhart; memorandum to file.	PMK	1.00
12/31/2001	PACER search to update 0703; search dockets of 0698, 0765 to confirm 01/07/02, 3:00 p.m. conference; continued file maintenance with update/indexing of court orders.	PAA	2.70
Total Hours		174.50	Total Fees \$30,888.50

#### TIMEKEEPER SUMMARY

Timekeeper			Time	Rate	Amount
JMB	Jeffrey M. Beemer	Associate	23.80	\$185.00	\$4,403.00
MBL	Mary B. Langford	Associate	0.70	\$0.00	\$0.00
MBL	Mary B. Langford	Associate	1.10	\$185.00	\$203.50
PAA	Patricia A. Arnold	INACTIVE TIMEKEEPER	56.90	\$100.00	\$5,690.00
PMK	Philip M. Kirkpatrick	Partner	88.90	\$225.00	\$20,002.50
SBM	Stephen B. Morton	INACTIVE TIMEKEEPER	2.70	\$185.00	\$499.50
TMD	Thomas M. Donnell, Jr.	Partner	0.40	\$225.00	\$90.00

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LIST OF EXPENSES

11/06/2001	Long Distance Telephone Calls	\$5.37
11/19/2001	Federal Express - overnight delivery to Patricia Benson	\$26.90
11/19/2001	Federal Express - overnight delivery to Joan Cho	\$26.90
11/20/2001	Federal Express - overnight delivery to Marc Meyer	\$26.90
11/21/2001	Federal Express - overnight delivery to Claude Gaines	\$24.22
11/27/2001	Long Distance Telephone Calls	\$5.00
11/28/2001	Federal Express - overnight delivery to Jeffrey D. Goldman	\$67.02
11/29/2001	Federal Express - overnight delivery to United States Court of Appeals	\$34.49
11/29/2001	Long Distance Telephone Calls	\$1.67
11/29/2001	Long Distance Telephone Calls	\$5.00
11/30/2001	Long Distance Telephone Calls	\$1.30
12/03/2001	Long Distance Telephone Calls	\$7.22
12/03/2001	Photocopies	\$0.20
12/03/2001	Photocopies	\$0.10
12/03/2001	Photocopies	\$0.10
12/04/2001	Long Distance Telephone Calls	\$1.30
12/04/2001	Photocopies	\$0.50
12/04/2001	Photocopies	\$0.20
12/04/2001	Photocopies	\$4.40
12/04/2001	Photocopies	\$0.30
12/04/2001	Photocopies	\$0.10
12/04/2001	Photocopies	\$0.90
12/04/2001	Photocopies	\$12.60
12/04/2001	Photocopies	\$3.00
12/05/2001	Federal Express - overnight delivery to Marc Mayer	\$29.31
12/05/2001	Photocopies	\$0.30
12/05/2001	Photocopies	\$3.00
12/05/2001	Photocopies	\$17.10

LIST OF EXPENSES:

12/06/2001	Photocopies.	\$0.30
12/06/2001	Photocopies.	\$0.80
12/07/2001	Road Runner Courier Service - filing with U S. District Court	\$9.00
12/07/2001	Photocopies.	\$0.10
12/07/2001	Photocopies	\$0.50
12/07/2001	Photocopies	\$0.60
12/07/2001	Photocopies	\$0.50
12/07/2001	Photocopies.	\$0.60
12/07/2001	Photocopies.	\$0.60
12/07/2001	Photocopies.	\$13.60
12/10/2001	Federal Express - overnight delivery to Matt Railo.	\$72.68
12/10/2001	Federal Express - overnight delivery to Mitchell, Silberberg & Knupp	\$29.31
12/10/2001	Photocopies.	\$15.30
12/10/2001	Photocopies.	\$8.00
12/10/2001	Photocopies.	\$0.90
12/10/2001	Photocopies.	\$2.70
12/10/2001	Photocopies.	\$2.10
12/10/2001	Photocopies.	\$3.60
12/10/2001	Photocopies.	\$0.10
12/10/2001	Photocopies.	\$0.30
12/10/2001	Photocopies.	\$1.70
12/10/2001	Photocopies.	\$0.10
12/10/2001	Photocopies.	\$1.40
12/10/2001	Photocopies	\$0.80
12/10/2001	Photocopies	\$0.10
12/10/2001	Photocopies	\$0.10
12/11/2001	Long Distance Telephone Calls.	\$3.52
12/11/2001	Photocopies.	\$0.10
12/11/2001	Photocopies.	\$1.40
12/11/2001	Photocopies.	\$6.20

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12/11/2001	Photocopies	\$6.20
12/11/2001	Photocopies	\$1.20
12/11/2001	Photocopies	\$24.70
12/11/2001	Photocopies	\$0.30
12/11/2001	Photocopies	\$0.80
12/12/2001	Long Distance Telephone Calls	\$10.55
12/12/2001	Photocopies	\$0.20
12/12/2001	Photocopies	\$13.00
12/13/2001	Road Runner Courier Service - filing with U.S. District Court	\$9.00
12/13/2001	Long Distance Telephone Calls	\$13.14
12/13/2001	Photocopies	\$8.40
12/13/2001	Photocopies	\$1.20
12/13/2001	Photocopies	\$7.40
12/13/2001	Photocopies	\$72.20
12/13/2001	Photocopies	\$13.60
12/13/2001	Photocopies	\$7.60
12/13/2001	Photocopies	\$3.80
12/13/2001	Photocopies	\$1.20
12/13/2001	Photocopies	\$2.80
12/13/2001	Photocopies	\$12.80
12/13/2001	Photocopies	\$7.70
12/13/2001	Photocopies	\$17.20
12/13/2001	Photocopies	\$0.60
12/14/2001	Road Runner Courier Service - filing motion and memorandum with U.S. District Court	\$9.00
12/14/2001	Long Distance Telephone Calls	\$12.77
12/14/2001	Photocopies	\$1.20
12/14/2001	Photocopies	\$1.80
12/14/2001	Photocopies	\$0.30
12/14/2001	Photocopies	\$4.00
12/14/2001	Photocopies	\$18.80

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12/14/2001	Photocopies.	\$6.40
12/14/2001	Photocopies.	\$1.20
12/14/2001	Photocopies.	\$1.00
12/14/2001	Photocopies.	\$1.00
12/14/2001	Photocopies.	\$6.70
12/14/2001	Photocopies.	\$10.60
12/14/2001	Photocopies.	\$16.80
12/14/2001	Photocopies.	\$32.60
12/14/2001	Photocopies.	\$6.40
12/14/2001	Photocopies.	\$0.90
12/14/2001	Photocopies.	\$5.00
12/14/2001	Photocopies.	\$1.60
12/14/2001	Photocopies.	\$15.00
12/18/2001	Photocopies.	\$0.10
12/19/2001	Photocopies.	\$1.10
12/19/2001	Photocopies.	\$2.50
12/20/2001	Postage	\$3.95
12/20/2001	Photocopies.	\$0.60
12/20/2001	Photocopies.	\$1.09
12/20/2001	Photocopies.	\$22.90
12/20/2001	Photocopies.	\$52.80
12/20/2001	Photocopies.	\$1.30
12/21/2001	Photocopies.	\$0.70
12/21/2001	Photocopies.	\$0.80
12/21/2001	Photocopies.	\$4.50
12/21/2001	Photocopies.	\$0.30
12/21/2001	Photocopies.	\$0.20
12/21/2001	Photocopies.	\$0.40
12/21/2001	Photocopies.	\$0.10
12/21/2001	Photocopies.	\$0.20

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12/21/2001	Photocopies.	\$0.30
12/21/2001	Photocopies.	\$7.40
12/21/2001	Photocopies.	\$0.20
12/21/2001	Photocopies.	\$0.40
12/26/2001	Long Distance Telephone Calls.	\$25.44
12/26/2001	Photocopies.	\$1.00
12/26/2001	Photocopies.	\$0.30
12/26/2001	Photocopies.	\$0.20
12/26/2001	Photocopies.	\$0.10
12/26/2001	Photocopies.	\$0.50
12/26/2001	Photocopies.	\$0.20
12/26/2001	Photocopies.	\$16.80
12/26/2001	Photocopies.	\$9.60
12/26/2001	Photocopies.	\$18.00
12/27/2001	Photocopies.	\$90.10
12/28/2001	Long Distance Telephone Calls.	\$1.67
12/28/2001	Photocopies.	\$12.30
12/28/2001	Photocopies.	\$3.90
	Total Expenses	\$1,153.73

Total Current Invoice	\$32,042.23
<b>TOTAL AMOUNT DUE</b>	<b>\$32,042.23</b>

**STEWART, ESTES & DONNELL**

ATTORNEYS AT LAW  
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FEDERAL TAX ID NO. 62-0947036

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RE: Bridgeport Music v. MCA Records, et al.  
File No: 501-188/0409.0034

For Legal Services Rendered in Connection with the above Matter:

Fees:	\$50,595.00
Expenses:	\$3,327.04
Total Fees and Expenses Due this Statement:	\$53,922.04
Total Amount Due:	\$53,922.04

PLEASE RETURN THIS STATEMENT COVER  
WITH YOUR PAYMENT TO ENSURE PROPER CREDIT TO YOUR ACCOUNT

**STEWART, ESTES & DONNELL**

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Universal Music Group  
Attn: JoAn Cho  
2220 Colorado Avenue  
Santa Monica, CA 90404

April 03, 2002  
Page #: 1  
Client: 000409  
Matter: 000034  
Invoice #: 285281

RE: Bridgeport Music v. MCA Records, et al.  
File No: 501-188/0409 0034

For Professional Services Rendered Through March 31, 2002

Date	Work Performed	Empl	Hours
01/02/2002	Letter to Mr. Goldman re Plaintiffs' response to the Motion to Withdraw; email to Mr. Goldman; receipt and review of email from Mr. Goldman; participation in conference call with defense counsel re January 7, 2002 hearing.	PMK	2.50
01/02/2002	Research effect of mailing waiver of service to Defendant.	MBL	0.50
01/02/2002	Review of Plaintiff's Response to Motion to Withdraw.	JMB	0.10
01/02/2002	Update dockets and file maintenance to update, index and tab cases; PACER search.	PAA	2.40
01/03/2002	Receipt and review of Response to Motion to Withdraw.	PMK	0.20
01/03/2002	Review of Plaintiffs' Response to Motion to Withdraw; review of pleadings filed in Case 0703 re service; draft reply to Plaintiffs' response to motion to withdraw	PMK	4.50

telephone  
conference with Mr. Mayer and Mr. Steinberg re  
meet and confer with Mr. Busch; receipt and  
thorough review of Memorandum of Sony  
Defendants.

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Date	Work Performed	Empl	Hours
01/03/2002	Continued draft of Reply Brief to Plaintiff's Response to Motion to Withdraw.	JMB	0.30
01/03/2002	PACER search to update 0703.	PAA	0.20
01/03/2002	Analysis of 19 cases involving the 12 Defendants on whose behalf we moved to withdraw to search for any requests for waivers of service filed by Plaintiff and confirm no summons issued; continued file management and maintenance to keep current on PACER.	PAA	3.90
01/04/2002	Receipt and review of Order from court denying motion to dismiss in 3:01-0884.	PMK	0.20
01/04/2002	Draft email correspondence to Mr. Goldman	PMK	6.00
	receipt and review of Memorandum for January 7 hearing and editing of same; telephone conferences with Mr. Sullivan, Ms. Everhart, Mr. Bowen, Mr. Goldman, Mr. Steinberg, Mr. Busch and Mr. Miller; editing of Reply to Plaintiffs' Response to our Motion to Withdraw; filing of brief and reply and delivery to Judge Brown's clerk of said papers.	PAA	1.90
01/04/2002	Update case nos. 1116, 1126 with PACER dockets; telephone call to Sixth Circuit Court of Appeals clerk regarding status of filings; review of individual case notebooks.	PAA	2.50
01/05/2002	Update case files with Orders, indexes and PACER searches; organization and maintenance of file management in preparation for 1/7/02 case management conference.	PMK	6.00
01/06/2002	Review of numerous materials in preparation for hearing on January 7, 2002 - draft motion and memorandum to compel.	PMK	12.00
01/07/2002	Editing and continued drafting of Universal Defendants' First Motion to Compel; telephone conferences with Mr. Goldman - telephone conferences with Ms. Everhart; outside conference with Ms. Cho and Mr. Goldman; meeting with other Defendants and counsel; appearance in U.S. District Court for case management conference before Judge Brown; conference with Mr. Goldman and Ms. Cho.		

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Date	Work Performed	Empl	Hours
01/07/2002	Prepare of exhibits re Defendant's analysis of correspondence and 0412 case to locate additional exhibits; PACER searches to update Case Nos. 1162, 1160, 1170, 1166, 1165, 1158, 1154, 1151, 0763 and 0703; assemble Plaintiff's discovery responses for 13 cases not included in original responses in preparation for 1/7/02 case management conference;	PAA	3.50
01/07/2002	Complete initial indexing, tabbing and filing of individual case files including updated dockets from PACER search.	PAA	2.50
01/08/2002	Telephone conference with Mr. Goldman; draft letter to Mr. Busch re recordings to be produced in response to our motion to compel; telephone conference with Mr. Busch.	PMK	1.50
01/09/2002	Prepare correspondence to JoAn Cho PACER search to update 0703; assembly of documents for production; assemble and coordinate filing of Notice of Filing of Reply to Response to Motion to Withdraw in 18 cases, copy and file with USDC.	PAA	1.80
01/10/2002	PACER search to update 0703 docket.	PAA	0.20
01/10/2002	PACER search for entry date of 0884 Order denying Motion to Dismiss and compute time running to respond; telephone call to Brian Ross with filing information; review Plaintiff's filing arising out of 1/07/02 hearing.	PAA	1.80
01/11/2002	Receipt and review of order granting motion to withdraw.	PMK	0.20
01/11/2002	Receipt and review of Plaintiffs' memorandum on January 7, 2002 hearing.	PMK	0.20
01/11/2002	Long distance telephone conferences with Mr. Goldman; telephone conference with Mr. Busch; receipt and review of draft memorandum from Mr. Goldman re post January 7 hearing multi-track issue; receipt and review of draft answer in case 3:01-0884; long distance telephone conference with Brian Ross two telephone conferences with Mr. Sullivan; draft letter to Mr. Busch re service on Rebound Records; telephone conference with Mr. Goldman; telephone conferences with Mr. Busch re tapes for us and re emailing him our discovery requests; (continued).	PMK	4.50

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Date	Work Performed	Empl	Hours
01/11/2002	(continued) telephone call from Judge Brown's law clerk re Busch's motion to compel being granted and ours being granted; email to clients and co-counsel re same; email to Mr. Goldman.	PMK	0.00
01/11/2002	Preparation of Notices of Filing of Universal Defendants' First Motion to Compel; assemble all copies for court and opposing counsel.	PAA	2.90
01/13/2002	Draft letter to Mr. Miller re availability of documents for his examination.	PMK	0.50
01/14/2002	PACER search to update 0703 docket and check for Plaintiff's Motion to Compel; telephone calls to co-defense counsel regarding label conference call.	PAA	0.40
01/14/2002	Attend label conference call multi-track discovery and filing of dispositive motions; coordinate filing of all Notices of Filing of Motion to Compel in all lawsuits.	PAA	2.70
01/15/2002	Review of two orders received from Judge Brown; telephone conference with Mr. Sullivan; long distance telephone conference with Nicole Harris; receipt and review of email from Ms. Cho; telephone conference with Mr. Busch's office; receipt and review of emails from Mr. Mervis, Ms. Everhart, Mr. Goldman, Mr. Sullivan, Ms. Benson; memorandum to file.	PMK	3.50
01/15/2002	Update 0703 docket with PACER search.	PAA	0.20
01/15/2002	Attention to file and updating of filings of Orders regarding discovery.	PAA	1.30
01/16/2002	Receipt and review of correspondence from Mr. Busch regarding discovery production.	PMK	0.20
01/16/2002	Receipt and review of Notice of Appearance for Bob Sullivan and Answer in 3:01-0772 for Vent Noir Music.	PMK	0.20
01/16/2002	Receipt and review of Plaintiffs' Motion for Entry of Notice of and Judgment by Default.	PMK	0.20
01/16/2002	Receipt and review of Orders granting in part and denying in part motions to compel.	PMK	0.20
01/16/2002	Thorough review and editing of two motions to compel; draft memoranda in support of each; two telephone conferences with Mr. Steinberg re same; telephone conference from Ms. Harris; filing motions and memoranda and delivery of courtesy copy to Judge Brown; two telephone conferences with Jeffrey Miller; telephone conference with Ms. Everhart conference call with Mr. Miller and Ms. Everhart; memorandum to file.	PMK	4.50

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Date	Work Performed	Empl	Hours
01/16/2002	Update 0703 docket; preparation of exhibits to Motion to Compel.	PAA	0.90
01/17/2002	Receipt and review of order from court re January 7, 2002 hearing.	PMK	0.20
01/17/2002	Receipt and review of order from court dismissing Carrumba Music in case nos. 0706 and 0891.	PMK	0.20
01/17/2002	Receipt and review of Defendant's Turn-Up-The-Music's Initial Disclosures in case 1100.	PMK	0.20
01/17/2002	Telephone conferences with Ms. Everhart	PMK	5.00
	telephone conference with Judge Brown's law clerk re the lack of a need for notices in all cases when an exhibit will set forth the cases in which the order is to be filed; participation in label ownership subcommittee conference call; long distance telephone conference with Mr. Steinberg and Ms Everhart		
	memorandum to file; review of voluminous written discovery responses received from plaintiffs; review of voluminous motions for default received from plaintiffs; receipt and review of final agreed order re multi-track issue; (continued).		
01/17/2002	(continued) letter to client and co-counsel re same; review of service affidavit and voluminous list of defendants served per Plaintiffs' counsel in connection with three Prince cases.	PMK	0.00
01/17/2002	Review of Motions for Default, drafting and cataloged Motion for Default Judgment against named Defendants by case no and Defendant name.	SBM	1.00
01/17/2002	PACER search to update 0703 docket; coordinate and assemble Notices to be filed in 95 cases regarding 1/16/02 Motion to Compel.	PAA	1.00
01/18/2002	Receipt and review of correspondence from Mr. Miller regarding tape production.	PMK	0.20
01/18/2002	Receipt and review of Judge Brown's order on motion to compel.	PMK	0.20

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Date	Work Performed	Empl	Hours
01/18/2002	Review of draft brief from Mr. Mervis re motion for clarification or to modify; email correspondence to Mr. Mervis and group review of order entered January 15, 2002 re deadline for summary judgments on certain defenses; draft email to label group  telephone conference with Mr. Sullivan; telephone conference with Ms. Everhart; receipt and review of order received from Judge Brown's clerk granting Universal's Motions to Compel; email correspondence to MS&K and Ms. Cho re same; email correspondence to co-defendants' counsel re same; receipt and review of numerous emails re motion for clarification.	PMK	3.50
01/22/2002	Receipt and review of Defendant Paramount Pictures' Response to Plaintiffs' Second Set of Interrogatories and Request for Production of Documents.	PMK	0.20
01/22/2002	Two telephone conferences with attorney Susan McDonald re the procedure for Plaintiffs' document production; telephone conferences with attorney Jeff Miller re same; office conference with Ms. Arnold re her attendance at same and procedure for obtaining our two sets of copies.	PMK	1.00
01/22/2002	Outside conference in opposing counsel's office to review Plaintiff's document production and coordinate obtaining all copies; telephone calls to co-defense counsel regarding document production.	PAA	1.40
01/23/2002	Two telephone conferences with Mr. Sullivan  email correspondence to Ms. Cho and Mr. Goldman re same; review of AOL Time Warner's response in opposition to motions for defaults; email correspondence to Ms. Cho or Mr. Goldman receipt of email from Ms. Cho extended long distance telephone conference with Ms. Janet Conway  email to Ms. Cho	PMK	3.50
01/23/2002	PACER search to update 0703 docket; pull USDC's website and pull all Orders for our files.	PAA	2.90

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Date	Work Performed	Empl	Hours
01/24/2002	Receipt and review of Response of Defendant Pebbitone, Inc. to Plaintiffs' Second Set of Interrogatories and Request for Production of Documents.	PMK	0.20
01/24/2002	Receipt and review of Order of Dismissal in case 3:01-0707.	PMK	0.20
01/24/2002	Receipt and review of orders granting motions to withdraw.	PMK	0.20
01/24/2002	Receipt and review of entry of default in case no. 3:01-1145.	PMK	0.20
01/24/2002	Receipt and review of Plaintiffs' Motion to Supplement Order of January 15, 2002 granting motion to enforce.	PMK	0.20
01/24/2002	Receipt and review of plaintiffs' response to motion to compel further responses to second set of requests for inspection and copying.	PMK	0.20
01/24/2002	Emails received from Mr. Sullivan and Ms. Everhart; participation in label conference call; review of Judge Brown's order granting motion to compel and email to Mr. Goldman and Mr. Steinberg; long distance telephone call to Mr. Pees.	PMK	2.00
01/24/2002	Receipt and review of motion to apply agreed order re multi-track masters to all defendants and all cases, and require their production by a date certain	PMK	0.20
01/24/2002	Receipt and review of Memorandum in support of Plaintiffs' Motion to Enforce order compelling discovery.	PMK	0.20
01/24/2002	Review of Plaintiffs' Motion to Supplement Order of January 15, 2002, Plaintiffs' Response to Universal Defendants' Motion to Compel Interrogatory Responses and Motion to Compel Documents, draft detailed email correspondence to client and co-counsel; telephone conference with Amy Everhart	PMK	5.50

email to Mr. Sullivan and Ms. Everhart; telephone conference with Mr. Sullivan; receipt and review of Plaintiffs' motion to enforce order to compel and memorandum in support thereof against the EMI defendants; (continued)

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